

CONSTITUTION OF THE BANGLADESHI-CANADA ASSOCIATION, WINDSOR-ESSEX (BCAWE)

Preamble

The articulation of any socio-cultural element can enlighten as well as enrich a community and its cultural heritage. The cultural heritage of Canada and the equal opportunity and freedom of Association as enshrined in the charts of Rights and Freedom, have in many ways expanded the scopes for expression of diverse culture and ideas and thus have enhanced opportunities for participation in the main stream of the Canadian culture through various programs and activities designed to benefit the members of the community.

The efforts of the government of Canada in this regard are note-worthy and unmatched in the global history of the present time. Also the concerted efforts and co-operation from all stratum of the society are important to enrich the government efforts. Hence, an Association in the name and style of the “Bangladesh-Canada Association, Windsor-Essex (BCAWE)” is formed to complement the efforts of the government of Canada.

CONSTITUTION OF THE BANGLADESH – CANADA ASSOCIATION, WINDSOR – ESSEX (BCAWE)

1. NAME

The name of the Association is the Bangladesh – Canada Association, Windsor – Essex (BCAWE) (L'Association de Canada de Bangladesh, Windsor Essex) hereinafter called "the Association".

2. OBJECTIVES:

The objectives of the Association are to:

- (a) Undertake programs and activities to promote Bangladeshi culture;
- (b) Present the unique cultural heritage of Bangladeshi Canadians to the community through various socio-cultural activities;
- (c) Promote relationship of co-operation and friendship among different segments of the population through various socio-cultural programs;
- (d) Initiate educational and cultural programs for the children, youth and the senior members of the community;
- (e) Encourage greater participation of women and children in cultural activities of the community;
- (f) Initiate programs/activities to inspire the community members to be the active contributing members to the main stream of Canadian culture;
- (g) Take initiatives to establish, or to secure the establishment of, a Community Centre (hereinafter called "the Centre") and to maintain and manage the same in furtherance of the above objectives; and
- (h) Promote such other educational and cultural activities as may from time to time be determined.

The Association shall be non-party in politics and non-sectarian in religion.

3. THE AREA OF BENEFITS

Windsor – Essex County and the adjoining area.

4. POWERS

In furtherance of the mentioned objectives, but not otherwise, the Association shall have power to:

- (a) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (b) Arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- (c) Collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objectives whether in Canada or elsewhere;
- (d) Write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objectives, and to issue or circulate the same;
- (e) Raise funds and invite or receive donations and contributions, whether by subscription or otherwise, PROVIDED THAT the Association shall not undertake or in any way engage in any trading activities in raising funds for its objectives;
- (f) Support any associations or institutions formed for all or any of the objects; and
- (g) Do all such other lawful things as shall further the objectives of the Association.

5. MEMBERSHIP

- (a) Membership shall be open to persons interested in furthering the objectives of the Association, irrespective of sex, sexual orientation, race, nationality, or political, religious or other opinion to:
- (I). Individuals aged eighteen years and older:
- (1). Who live within the area of benefit, who shall be known as *Full member*; The Full members may be classified as:
- i). *General Members* – it is a regular membership that will be renewable yearly basis. The Executive Committee shall determine the membership fees for the *General Member* as well as the procedure for renewal of the membership.
 - ii). *Life Members* – any individual(s) interested to become a *Life Member* of the Association shall apply to the Executive Committee stating her/his intention to be a life member. The Executive Committee shall then consider the application. The Executive Committee shall determine the membership fees for the life membership.
 - iii). *Honorary Members* – the Executive Committee in consultation with the members of the General Committee may confer *Honorary Membership* upon individual(s) who have demonstrated dedicated services to humanity and offered welfare to a community/society.
- (2). Who lives outside the area of benefit, shall be known as the *Associate member*, and who may attend as observers but who shall not have the right to vote at General Meetings of the Association, PROVIDED THAT they shall have power to elect two of their number to represent them and vote on their behalf at General Meetings
- (II). Individuals aged less than eighteen years, whether living within or outside the area of benefit, shall be known as *Junior Members* and who may be admitted to membership subject to such conditions as the Executive Committee determines. They shall have the power to elect two of their number to represent them, without the right to vote, at the meetings of the General Committee. Any junior members may also attend General Meetings as observers but shall not have the right to vote.
- (b) Individual members admitted under Clause 5 (a) (I) (1) (i) (ii) or elected as voting representatives under Clause 5 (a) (I) (2), shall hereafter be referred to as the “*members with the powers to vote*”.

6. SUBSCRIPTIONS

All individual members of the Association shall pay subscriptions as determined by the Executive Committee from time to time. The Executive Committee in consultation with the General Committee shall determine the membership fees.

7. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) Any member of the Association may resign his/her membership by giving to the Secretary of the Association a written notice to that effect. The Executive Committee shall then review and process it.
- (b) The Executive Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of the Association, PROVIDED THAT the individual shall have the right to be heard by the Executive Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement between the individual and the Executive Committee.

8. GENERAL MEETINGS OF THE ASSOCIATION

(a) Annual General Meetings (AGM):

Once in each calendar year, an Annual General Meeting (AGM) of the Association shall be held at such time and place as the Executive Committee shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting (AGM). At least 21 clear days' notice shall be served by posting in a conspicuous place or places in the area of benefit and/or by circulating in the Association's Group E-mail/Website or by advertising in a newspaper circulating in the area of benefit.

The business of each Annual General Meeting (AGM) shall be:

- (i). To receive the Annual Report of the Executive Committee, which shall incorporate the accounts of the Association referred to below in later section, and give an account of the work of the Association and its activities during the preceding year;
- (ii). To receive the accounts of the Association for the preceding financial year;
- (iii). To appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the Association in accordance with the Corporation's Act (or any statutory modification or re-enactment of that Act);
- (iv). To consider and vote on any proposals to alter this constitution in accordance with Clause 19 hereof; and
- (v). To consider any other business(es) of which due notice has to be given.

(b) Special General Meetings:

The Chair of the Executive Committee may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request so to do signed by not less than one-thirds of members with power to vote and giving reasons for the request, call a Special General Meeting of the Association to consider the business specified on the notice of meeting and for no other purpose. At least 14 clear days' notice shall be posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

9. THE GENERAL COMMITTEE (GC)

- (a) All the members of the Association shall together constitute the General Committee.
- (b) No member of the Association shall receive remuneration.
- (c) The General Committee shall select or elect a 2-year period Executive Committee of the Association in its Annual General Meeting (AGM) designated for the election purpose.
- (d) Once selected or elected, the Executive Committee shall run the day-to-day affairs of the Association for a period of two years (2 years).

10. THE EXECUTIVE COMMITTEE (EC)

- (a) Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the Association shall be directed by an Executive Committee, which shall meet at least four times a year.
- (b) The Executive Committee shall have power to enter into contracts for the purposes of the Association on behalf of all members and may exercise on behalf of the Association any or all of the powers enumerated in Clause 4 hereof.

- (c) The Executive Committee shall have power to adopt and issue Standing Order for the conduct of Association activities and/or rules for the use of the Centre. Such Standing Orders and Rules shall come into effect immediately; provided that they shall be subject to review by the Association in General Meeting (AGM) and they shall be consistent with the provisions of this constitution.
- (d) As mentioned before, the formation of the Executive Committee (EC) of the Association will follow **Clause 9**. The Executive Committee shall consist of the following Honorary Officers / Office Bearers:

Sl.	Executive Committee Positions	Nos.
1.	President	One
2.	Vice President	Five
3.	General Secretary	One
4.	Joint Secretary	Two
5.	Organizing Secretary	One
6.	Finance Secretary & Treasurer	One
7.	Cultural Secretary	One
8.	Social Welfare Secretary	One
9.	Publication Secretary	One
10.	International Affairs Secretary	One
11.	Office Secretary	One
12.	Executive Members	Twenty

- (e) Roles, duties, and responsibilities of the elected Major Honorary Officers / Office Bearers:

1. President

President will be the Lead of the Executive Committee and the Chief Executive of the Association. S/he will preside over all meetings of the Association and/or any meeting, seminar, events organized by the Association. S/he shall explain any constitutional affairs and shall issue ruling in any affairs of the constitution and others. S/he will nominate any delegation in consultation with the Executive Committee (EC) to run the Association smoothly for the greater benefits of the Association. S/he shall oversee day to day general management of the Association and ensure that all the resolutions of the Executive Committee (EC) are carried into effect. All the officers including President will work for the Association on Voluntarily basis without any remuneration. But they can be reimbursed any actual expenses incurred for the Association. *Candidates for nomination and election for president's post must have two years experience in the capacity of an EC (Executive Committee) member and proven track records to serve the BCAWE in all its previous events.*

2. Vice Presidents (VCs)

In absence of the President one of the Vice Presidents (preferably the senior most and/or most active one as decided by the EC and/or President) will conduct and preside over the meeting and perform all duties of the President. *Candidates for nomination and election for VC's post must have one year experience in the capacity of an EC (Executive Committee) member and proven track records to serve the BCAWE in all its previous events.*

3. General Secretary (GS)

S/he will be the Chief Executive of the Secretariat of the Association and all department Secretaries will be responsible to her/him and s/he will direct them in all works and co-ordinate all affairs of the Association. S/he will explain all programs/activities of the organization to the President time to time for the greater benefits of the Association, and submit reports to the Annual General Meeting (AGM) for discussion and necessary approval. *Candidates for nomination and election for GS's post must have two years experience in the capacity of an EC (Executive Committee) member and proven track records to serve the BCAWE in all its previous events.*

4. Secretaries (#4, 5, 7, 8, 9, 10, and 11 as mentioned in Clause 10(d))

They will follow up and implement all the instructions and directions of the President and/or General Secretary as required by the Association that are approved by the EC. They will perform all other required affairs of the Association accordingly as required and determined by the EC.

6. Finance Secretary & Treasurer

S/he will maintain all account of the Association and collect all subscription and donation and deposit to the bank. S/he will be joint-signatory of any cheques and distribute cash as per decision of the Executive Committee. S/he will be fully responsible for accounts of the Association. The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursement in the books of accounts of the Association. S/he shall disburse the funds of the Association as may be directed by the proper authority, keep proper vouchers for such disbursements. S/he shall present to the President at the regular meetings of the Executive Committee, whenever they require it, an accounting of all the transactions and the statement of the financial position, of the Association. S/he shall also perform such other duties from time to time as advised by the Executive Committee.

- (f) The President and the General Secretary of the Association will jointly sign any document on behalf of the Association. No other signature will be acceptable for any document of the Association's activities.
- (g) A member of the Executive Committee shall cease to hold office if s/he –
 - (i) is disqualified from holding such office by virtue of the Charities Act (or any statutory modification or re-enactment of that provision), or
 - (ii) becomes incapable of managing Association's affairs by reasons of mental disorder, illness, or injury, or
 - (iii) is absent, without the permission of the Executive Committee (EC), from all the Association's meetings held within a period of six months and the General Committee (GC) resolves that s/he shall cease to hold the Association's office, or
 - (iv) notifies the Executive Committee (EC) in writing of her/his resignation (PROVIDED THAT at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

11. ADVISORY BOARD

In order to obtain the supports and suggestions for proper planning and successful implementation of the programs, the Executive Committee (EC) may nominate 4 (four) resourceful and distinguished community members as Advisers for the Association. Once inducted into the Executive Committee (EC), the Advisers will give advice for the success of the Association. The Advisers shall hold no voting rights in the Executive Committee (EC). The tenure of the Advisers shall coincide with the tenure of office of the Executive Committee (EC).

12. SUB-COMMITTEES

The Executive Committee may appoint one or more sub-committees for supervising or performing any activity or service.

In each such case:-

- (a) the Executive Committee (EC) shall define the terms of reference of the sub-committees and may also determine its composition and the duration of its activities;
- (b) all acts and proceedings of the sub-committees shall be reported as soon as possible to the Executive Committee (EC).

13. RULES OF PROCEDURE AT ALL MEETINGS

(a) Voting

Subject to the provisions of **Clause 9**, any question arising at a meeting of the Association or one of its committees shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chair shall have a second or casting vote.

(b) Quorum

- (i) *Committee Meetings*: one third of the members with power to vote shall form a quorum at meetings of the General Committee (GC) and all other committees and sub-committees of the Association.
- (ii) *General Meetings*: twenty five members with power to vote or one third of the members with power to vote, whichever is the less, shall form a quorum at General Meetings of the Association.

In the event that no quorum is present at an Annual General Meeting of the Association, or the meeting has to be abandoned the meeting shall stand adjourned and be reconvened 14 days later, and those members with power to vote present at that meeting shall be deemed to form a quorum.

(c) Minutes

Minute books shall be kept by the Association and all its committees and the respective secretary (Office Secretary) shall enter therein a record of all the proceedings and resolutions.

14. FINANCE

- (a) All money raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purposes.
- (b) An account shall be opened in the name of the Association with the Bank of at the Branch of the, or with such other financial institution as the Executive Committee (EC) may from time to time decide. The Executive Committee (EC) shall authorise in writing the Finance Secretary & Treasurer, the Joint Secretary of the Association, and two other members of the General Committee to sign cheques on behalf of the Association. All cheques must be signed by no less than two of the four authorised signatories.
- (c) The Association's financial year shall start from to

15. ACCOUNTS

The Executive Committee shall comply with its obligations under the Charities Act (or any statutory modification or re-enactment of that Act) with respect to the:

- (a) keeping of accounting records for the Association;
- (b) preparation of annual statements of the accounts for the Association;
- (c) auditing or independent examination of the statements of account of the Association; and
- (d) transmission of the statements of account to the concerned authority for Ontario, Canada.

16. ANNUAL REPORT AND ANNUAL RETURN

The Executive Committee (EC) shall comply with its obligations under the Association Act 1993 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and an annual return and their transmission to the Commissioners for Ontario.

17. INDEMNITY

No member of the General Committee (GC) or the Executive Committee (EC) shall be made liable by reason of any mistake or omission made unknowingly or in good faith by any member of the General Committee (GC) or the Executive Committee (EC) other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

18. DISSOLUTION

If the General Committee (GC) by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a meeting of all members with power to vote and of the inhabitants of the area of benefit of the age of eighteen years and upwards of which meeting no less than 21 days' clear notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in the area of benefit and advertised through electronic media and given in writing to the concerned authority in Canada. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the General Committee (GC) shall have power to dispose of any assets held by or in the name of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the General Committee (GC) shall decide subject to the prior approval in writing of the concerned authority or other authority having related jurisdiction.

19. ALTERATIONS TO THE CONSTITUTION

Any proposal to alter this constitution must be delivered in writing to the Secretary of the Association no less than 28 days before the date of the meeting at which it is first to be considered. Any alteration will require the approval of both:

- (a) a simple majority of members of the Executive Committee (EC) present and voting at an Executive Committee (EC) meeting;
- (b) a two-thirds majority of members with power to vote present and voting at a General Meeting.

At least 14 clear days' notice shall be posted in a conspicuous place in the area of benefit and advertised in a newspaper circulating in the area of benefit, stating the wording of the proposed alteration.

No alteration shall be made to this constitution which would cause the Association to cease to be a charity at law. No alteration to Clause 2 (Objects), Clause 18 (Dissolution) or to Clause 19 (Alterations to the constitution) shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

This Constitution was adopted as the Constitution of the Bangladesh-Canada Association of Windsor-Essex (BCAWE) at a General Meeting of the Association held on _____, 2007 at _____, having been approved at the Executive Committee (EC) Meeting of the Association held on _____, 2007, at _____.

Signed:

Chair of the meeting

Secretary of the Meeting